

## **By-Laws**

### **Article I - Name**

Section 1.01: Name. The corporate name of the Society is and shall be the Amarillo Society for the Prevention to Animals (Amarillo SPCA), and it is sometimes referred to in these by-laws as the "Corporation".

Section 1.02: Non-Profit Status. This Corporation is and shall be a non-profit corporation under Section 501 (c) (3) of the Internal Revenue Code an the Texas Non-Profit Corporation Act.

### **Article II - Purpose**

The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended.

Section 2.01: Positive Objectives. The objectives of this Corporation are to offer homeless pets refuge, medical care, nourishment, life in loving homes, to encourage and promote responsible pet ownership, and maximize community resources available to us.

Section 2.02: Prohibitions. The Corporation may not give or sell any living animal to any person or institution for vivisection or experimentation; give or sell any living animal for resale purposes; or give or sell any living animal to any person, firm or corporation, public or private, for breeding purposes.

### **Article III – Offices**

Section 3.01: Principal Office. The principal office of the Corporation in the State of Texas shall be located in the County of Randall. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time-to-time.

Section 3.02: Registered Office/Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be; identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

### **Article IV – Public Participation**

Section 4.01: Non-Voting. Any person interested in furthering the objectives of the Corporation may participate by contributing financially to the Corporation. Such participation shall in no event entitle any person to vote on any corporate matter. Participation shall not be denied unless it can be clearly established that it is contrary to the objectives of the Corporation.

Section 4.02: Voting. Membership dues for membership in the Corporation shall be a minimum of twenty-five dollars (\$25.00) per year and may be changed at any time with a majority vote of the board.

Dues may be paid in any month of the year, except that dues must be paid by September 1<sup>st</sup> in order for a member to be eligible to vote at the next annual

meeting to be held in October. Annual dues may be waived with respect to any member who donates forty (40) hours per annum of volunteer service to the Corporation. The forty hours must be served by September 1<sup>st</sup> to be eligible to vote in the October election process.

## **Article V – Board of Directors**

Section 5.01: General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 5.02: Number, Tenure, Requirements, and Qualifications. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the first Vice-President, second Vice-President, the Secretary, and the Treasurer.

The members of the Board of Directors shall enter into their duties on January 1<sup>st</sup> of the next year or shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by three-fourths (3/4) vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 5.06 of Article V.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a two-year term.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional two year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half (1/2) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

Each member of the Board of Directors shall contribute at least one thousand dollars (\$1,000) to the organization annually, all or part of which may come from the tax deductible solicitations by the Board member, and received by the Corporation, or volunteer on approved shelter projects at least 10 hours per month for a total of 100 hours per year. No contribution credit shall be given for in-kind donations. Provided, however, that the \$1,000 cash requirement for any member who joins after the beginning of the fiscal year for his or her initial one-year term shall be prorated accordingly.

Section 5.03: Regular and Annual Meetings. An annual meeting of the Board of Directors shall be held at a time and day in the month of November of each calendar year and at a location designated. Monthly meetings of the Board will occur in a

time and place designated by the Board of Directors. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date. The Board shall be elected at the October meeting by a majority vote from all members current in status. The Board of Directors shall be elected in November by the newly elected Board.

Section 5.04: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5.05: Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 5.06: Quorum. The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 5.07: Vacancies. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 5.08: Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 5.09: Informal Action by Directors. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 5.10: Advisory Council. An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall

sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 5.11: Finance Committee. There shall be a Finance Committee, consisting of at least three (3) members of the Board of Directors, including the President and the Treasurer. The Treasurer shall hold the position of Chairperson of the Finance Committee. The Finance Committee shall be responsible for the (a) preparation and monitoring of an annual budget; (b) obtaining and approving an annual audit of the books of the Corporation; (c) communicating with investment managers; (d) reviewing the performance of investment managers; (e) periodically reviewing the Corporation's investment guidelines; (f) general management, investment, reinvestment, and sale of the assets of the Corporation; (g) conducting appropriate due diligence for the purpose of accepting or declining all gifts offered to the Corporation, except gifts of cash, or goods or services that will be used in the regular business of the Corporation; and (h) making recommendation to the Board of Directors for approval when necessary.

Section 5.12: Parliamentary Procedure. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 5.13: Removal. Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

## **Article VI – Officers**

Section 6.01: Officers. The officers of the Corporation shall be the President, the first Vice-President, the second Vice-President, the Secretary, and the Treasurer.

Section 6.02: Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors.

Section 6.03: Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.04: President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases when the signing and execution thereof shall be expressly delegated by the Board of Directors or these by-laws or by statute to some other officer or agent of the Corporation. The President shall be a member of each committee and shall appoint and remove chairpersons of each committee except as otherwise provided in these by-laws. In general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6.05: First Vice President: In the absence of the President or in event of the President's inability or refusal to act, the First Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as may be assigned by the President or by the Board of Directors. The First Vice President shall coordinate media relations, publicity, fundraising activities, and plan to promote activities to enhance the image of the Society in the community.

Section 6.06: Second Vice President: In the absence of or the inability or refusal to act, the President and First Vice President, the Second Vice-President shall perform the duties of the vacated position, and when so acting, shall have all the powers of and be subject to all the restrictions upon the position. Any Vice-President shall perform such other duties as may be assigned by the President or by the Board of Directors. Second Vice-President shall assist the Shelter Director in operations of the shelter and assist the President and First Vice-President as needed.

Section 6.07: Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; supervise receipts for moneys due and payable to the Corporation from any source whatsoever, and supervise the deposit of all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the by-laws; serve as Chair of the Finance Committee; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

Section 6.08: Secretary. The Secretary shall supervise the keeping of the minutes of the meeting of the Board of Directors in one or more books provided for that purpose; provide that all notices are duly given in accordance with the provisions of these by-laws or as required by law; supervise the custodian of the non-financial corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the officer of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

#### **Article VII – Executive Director**

Section 7.01: Shelter Director. The Board of Directors shall hire an Shelter Director who shall serve at the will of the Board. The Shelter Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, and discharge employees of all staff members under the Board of Director's supervision, and perform such additional duties as may be directed by the Board of Directors. No Board of Director officer may individually instruct the Shelter Director or any other employee. The Shelter Director shall make such reports at the Board meetings as shall be required by the President or the Board. The Shelter Director shall be an ad-hoc member of all committees.

The Shelter Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Shelter Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall establish a Contract of Employment and the Executive Director shall be an employee at will in accordance with the laws of the State of Texas.

#### **Article VIII – Contracts, Checks, Deposits and Funds**

Section 8.01: Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.02: Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 8.03: Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8.04: Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation after evaluation and recommendation of the Finance Committee.

#### **Article IX – Books and Records**

Section 9.01: Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney for any proper purpose at any reasonable time. The Corporation may, at the option of the Board of Directors, conduct an annual independent audit by an accounting firm selected by the Board. An annual independent audit of the books of the Corporation shall be made by an independent auditor selected by the Board of Directors after considering the recommendation of the Finance Committee.

#### **Article X – Fiscal Year**

Section 10.01: Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

#### **Article XI – Waiver of Notice**

Section 11.01: Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the Corporation, a waiver thereof in writing

signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **Article XII – Amendments to By-Laws**

Section 12.01: Amendments to By-Laws. These by-laws may be altered, amended or repealed and new by-laws may be adopted by two-thirds (2/3) of all Directors. Notice of intention to alter, amend or repeal or to adopt new by-laws shall be given to all members of the Board of Directors at least fourteen (14) days prior to the meeting at which the vote will be taken.

#### **Article XIII – Conflicts of or Potential Conflicts of Interest**

Section 13.01: Conflicts or Potential Conflicts of Interest. Any officer, director, or employee of the Corporation shall, prior to accepting any employment or contracting for monetary benefit directly or indirectly from the Corporation, disclose in writing such potential conflict of interest. No officer, director, or employee shall accept such employment until after written disclosure, they have either, first resigned as officer, director or employee or secondly, following such written disclosure, said officer, director or employee shall resign from all committees having any responsibility for said area of interest and shall, if a director, abstain from all discussions or votes relating to said area of interest. Nothing herein shall preclude the employment by the Corporation of its full or part-time employees reasonably necessary to carry out its day-to-day operation.

#### **Article XIV – Construction**

Section 14.01: Headings. The headings in these by-laws have been inserted for convenience purposes only.

Section 14.02: Severability. If any portion of these by-laws shall be inoperative or invalid, then, so far as is reasonable and possible (a) the remainder to these by-laws shall be considered valid and operative; and (b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

#### **Article XV – Indemnification**

Section 15.01: Indemnification. The Corporation shall indemnify any Director who is, was, or is threatened to be made a named defendant in a proceeding from and against any and all claims, causes of action, liabilities, obligations, losses, damages, injuries, or judgments (collectively, "claim"), including court costs and reasonable attorney's fees, arising from or relating to actions such director took on behalf of the Corporation. Further, the Corporation shall advance to such Director the reasonable expenses that are incurred by him or her in the defense of any claim. Notwithstanding anything herein to the contrary, the Corporation shall have no duty or obligation to provide, and no Director shall be entitled to, indemnification for any act involving willful or criminal misconduct.

Section 15.02: Procedure for Indemnification. Any Director seeking indemnification hereunder shall give written notice of Claim within thirty (30) business days of the assertion thereof or within ten (10) business days of receipt of notice of the filing of any lawsuit based upon such assertion, and shall give the Corporation a reasonable opportunity of assuming the defense of such claim; provided, however, that failure of such Director to give such notice shall not relieve the Corporation of any obligation to indemnify unless the Corporation is prejudiced thereby, and provided such Director shall have the right to participate in such defense and no settlement or adjustment

shall be made without his or her consent, which consent will not be unreasonably withheld.

If the Corporation fails to contest in good faith any claim, such Director shall have the right to defend, settle or pay the same. Such Director shall cooperate with the Corporation in any such defense which the Corporation elects to assume in the event the Corporation makes such request to the Director and such request is reasonable, provided the Corporation will hold the Director harmless from all of his or her out-of-pocket expenses incurred in connection with his or her cooperation. In the event of a disagreement as to whether any claim gives rise to indemnification hereunder, then the Director shall have the right to defend, settle, or pay the same; provided, however, that the Corporation shall have the right to participate in such defense and no settlement or adjustment shall be made without its consent, which consent shall not be unreasonably withheld.

#### **Article XVI – Dissolution**

Section 16.01: Dissolution. In the event the Amarillo Society for the Prevention of Cruelty to Animals (Amarillo SPCA) ceases to operate as a charitable entity, the assets of the Corporation are to be transferred to the State of Texas, to the United States, or to an educational, religious, charitable, or other similar organization that is qualified for exemption under Section 501(c)(3), Internal Revenue Code, as amended.

Be it further resolved that effective date of the Amendment to the Bylaws shall be December 31, 2008.

The preceding Amendment is in full force and effect, and is now part of the Amended and Restated Bylaws of the **AMARILLO SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS.**

Approved by the Board of Directors on:  
4-22-2010